

H&E Equipment Services, Inc.  
Form 4  
September 23, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BRUCKMANN BRUCE

2. Issuer Name and Ticker or Trading Symbol  
H&E Equipment Services, Inc.  
[HEES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/23/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O 126 EAST 56TH STREET, 29TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, Par Value \$0.01	09/23/2008		J <sup>(1)</sup>		95,441	A	\$ 0 232,187	D	
Common Stock, Par Value \$0.01	09/23/2008		J <sup>(2)</sup>		954,409	A	\$ 0 954,409	I	By BRSE Associates, Inc. <sup>(2)</sup>
Common Stock, Par Value	09/23/2008		J <sup>(3)</sup>		190,882	A	\$ 0 190,882	I	By Bruce C. Bruckmann 1999 Gift

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\$0.01								Trust <sup>(3)</sup>
Common Stock, Par Value \$0.01	09/23/2008	J <sup>(4)</sup>	5,103,243	D	\$ 0	0	I	By Bruckmann, Rosser, Sherill & Co., L.P. <sup>(4)</sup>
Common Stock, Par Value \$0.01	09/23/2008	J <sup>(5)</sup>	319,198	A	\$ 0	551,385	D	
Common Stock, Par Value \$0.01	09/23/2008	J <sup>(6)</sup>	73,344	A	\$ 0	264,226	I	By Bruce C. Bruckmann 1999 Gift Trust <sup>(6)</sup>
Common Stock, Par Value \$0.01	09/23/2008	J <sup>(7)</sup>	193,516	A	\$ 0	193,516	I	By BRSE, LLC
Common Stock, Par Value \$0.01	09/23/2008	J <sup>(8)</sup>	9,314,278	D	\$ 0	0	I	By Bruckmann, Rosser, Sherill & Co. II, L.P. <sup>(8)</sup>
Common Stock, Par Value \$0.01						30,313	I	By Bruckmann, Rosser, Sherrill & Co., Inc. <sup>(9)</sup>
Common Stock, Par Value \$0.01						13,866	I	By The Estate of Donald J. Bruckmann <sup>(10)</sup>
Common Stock, Par Value \$0.01						5,961	I	By BCB Family Partners, L.P. <sup>(11)</sup>
Common Stock, Par Value \$0.01						2,877	I	By NAZ Family Partners L.P. <sup>(12)</sup>
Common Stock, Par Value \$0.01						34,148	I	By Nancy A. Zweng <sup>(13)</sup>

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Common Stock, Par Value \$0.01	20,798	I	By Harold O. Rosser <u>(14)</u>
Common Stock, Par Value \$0.01	69,325	I	By H. Virgil Sherrill <u>(15)</u>
Common Stock, Par Value \$0.01	106,758	I	By Stephen C. Sherrill <u>(16)</u>
Common Stock, Par Value \$0.01	21,897	I	By Paul D. Kaminski <u>(17)</u>
Common Stock, Par Value \$0.01	8,758	I	By John Rice Edmonds <u>(18)</u>
Common Stock, Par Value \$0.01	3,078	I	By Marilena Tibrea <u>(19)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)



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any shares held by The Estate of Donald J. Bruckmann.

(11) The Reporting Person may be deemed to share beneficial ownership of shares held by BCB Family Partners, L.P. by virtue of his holding power of attorney for BCB Family Partners, L.P. The Reporting Person expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.

(12) The Reporting Person may be deemed to share beneficial ownership of shares held by NAZ Family Partners, L.P. by virtue of his holding power of attorney for NAZ Family Partners, L.P. The Reporting Person expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.

(13) The Reporting Person may be deemed to share beneficial ownership of shares held by Nancy A. Zweng by virtue of his holding power of attorney for Nancy A. Zweng. The Reporting Person expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.

(14) The Reporting Person may be deemed to share beneficial ownership of shares held by Harold O. Rosser by virtue of his holding power of attorney for Harold O. Rosser. The Reporting Person expressly disclaims beneficial ownership of any shares held by Harold O. Rosser.

(15) The Reporting Person may be deemed to share beneficial ownership of shares held by H. Virgil Sherrill by virtue of his holding power of attorney for H. Virgil Sherrill. The Reporting Person expressly disclaims beneficial ownership of any shares held by H. Virgil Sherrill.

(16) The Reporting Person may be deemed to share beneficial ownership of shares held by Stephen C. Sherrill by virtue of his holding power of attorney for Stephen C. Sherrill. The Reporting Person expressly disclaims beneficial ownership of any shares held by Stephen C. Sherrill.

(17) The Reporting Person may be deemed to share beneficial ownership of shares held by Paul D. Kaminski by virtue of his holding power of attorney for Paul D. Kaminski. The Reporting Person expressly disclaims beneficial ownership of any shares held by Paul D. Kaminski.

(18) The Reporting Person may be deemed to share beneficial ownership of shares held by John Rice Edmonds by virtue of his holding power of attorney for John Rice Edmonds. The Reporting Person expressly disclaims beneficial ownership of any shares held by John Rice Edmonds.

(19) The Reporting Person may be deemed to share beneficial ownership of shares held by Marilena Tibrea by virtue of his holding power of attorney for Marilena Tibrea. The Reporting Person expressly disclaims beneficial ownership of any shares held by Marilena Tibrea.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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